

Exhibit B

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT (the "Assignment Agreement") is made this 9 day of May, 2014, by and between PACS Industries, Inc., a New York corporation (the "Assignor") and PACS Switchgear, LLC, a New York limited liability company (the "Assignee").

WHEREAS, Assignor and Point 8 Power, Inc., a Louisiana corporation (the "Licensee"), are parties to a certain Exclusive License Agreement dated July 29, 2010 (the "License Agreement") attached hereto as **Exhibit A**; and

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to accept the assignment from Assignor of all of Assignor's right, title and interest in and to the License Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, the parties hereto, intending to be legally bound hereby, covenant and agree as follows:

1. **Assignment.** Pursuant to Section 9.3 of the License Agreement, Assignor hereby transfers, assigns and sets over unto Assignee all of Assignor's right, title and interest in and to the License Agreement and in and to any and all guarantees or indemnities of or relating to any of the other parties' obligations under the License Agreement.

2. **Assumption.** Assignee hereby accepts the foregoing assignment and assumes all of Assignor's obligations under the License Agreement accruing on or after the date of this Assignment Agreement.

3. **No Assumption of Liabilities.** Notwithstanding anything else in this Assignment Agreement, Assignor acknowledges and agrees that Assignee's execution and performance of this Assignment Agreement shall not cause Assignee to assume any obligations or liabilities of Assignor, including without limitation, any obligations or liabilities arising under or in connection with the License Agreement.

4. **Governing Law.** This Assignment Agreement and all terms and provisions contained herein shall be governed by, construed and enforced in accordance with the laws of the State of New York.

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IN WITNESS WHEREOF, the parties hereto have executed this Assignment Agreement as of the date first above written.

ASSIGNOR:

PACS INDUSTRIES, INC.

By: 

Print Name: Kevin M. Harpin

Title: Secretary

ASSIGNEE:

PACS SWITCHGEAR, LLC

By: 

Print Name: Neil J. Minihane

Title: C.E.O.



EXHIBIT A

Exclusive License Agreement To Be Assigned By PACS Industries, Inc.

- X Exclusive License Agreement dated July 29, 2010 by and between PACS Industries, Inc. and Point Eight Power, Inc.

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